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17096-D
OF COUNSEL
URBAN A. LESTER
RECORDATION NO. FILED 1486
MAY 26 1993 3:05 PM

May 26, 1993

INTERSTATE COMMERCE COMMISSION

17096-A
Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed and acknowledged copies of a Partial Release of Chattel Mortgage, dated April 26, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Chattel Mortgage and Security Agreement, dated as of November 19, 1990, which was duly filed with the Commission on November 30, 1990 under Recordation Number 17096.

The names and addresses of the parties to the enclosed document are:

Secured Party: Old Kent Bank-Chicago
Sears Tower
Chicago, Illinois 60606

Debtor: Residual Based Finance Corporation
Three First National Plaza, Suite 1240
Chicago, Illinois 60602

A description of the railroad equipment covered by the enclosed document

is:

one hundred and eight (108) rotary dump gondola cars bearing OFSX
road marks and numbered 84001 - 84110, excluding 84045 and 84060. (*)

(*) OFSX not in this Sec. Agmt. - OFCX -
filed in error

Mr. Sidney L. Strickland, Jr.
May 26, 1993
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Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to Robert W. Alvord, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 17096 FILED 1425

MAY 26 1993 3-05 PM

PARTIAL RELEASE OF
CHattel MORTGAGE

INTERSTATE COMMERCE COMMISSION

The undersigned, Old Kent Bank - Chicago, an Illinois banking corporation formerly known as UnibancTrust Company ("Bank"), hereby releases and terminates its mortgage in and lien on (a) the equipment described on Exhibit A hereto and (b) the lease described on Exhibit A hereto, in each case arising under that certain Chattel Mortgage and Security Agreement dated as of November 19, 1990 between Bank and Residual Based Finance Corporation, an Illinois corporation ("RBF"), recorded with the Interstate Commerce Commission on November 30, 1990 and receiving Recordation Number 17096. Except as to the collateral released hereby such Chattel Mortgage and Security Agreement continues in full force and effect.

Date: April 26, 1993

OLD KENT BANK - CHICAGO,
formerly known as UnibancTrust
Company

By: [Signature]
Title: Assistant Vice President

The undersigned hereby acknowledges and agrees to the foregoing
this ___ day of April 27, 1993

RESIDUAL BASED FINANCE CORPORATION

By: [Signature]
Title: President

EXHIBIT A

DESCRIPTION OF COLLATERAL

1. 108 100 ton rotary dump gondola railroad car manufactured by Ortner Freight Car Company bearing the following marks:

OFSX 84001-84110 (excluding 84045 and 84060)

2. Lease Agreement dated as of April 27, 1993 between Residual Based Finance Corporation, as lessor, and Tucson Electric Power Company, as lessee.

State of Illinois)
County of Cook) ss:
 DuPage

On this th26 day of April, 1993 before me, personally appeared Chasane M. Obbegy, to me personally known, who being by me duly sworn, says that (s)he is the Assistant Vice President of Old Kent Bank-Chicago, an Illinois banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Ruth P. Painter

Signature of Notary Public

My commission expires



State of Illinois)
County of Cook) ss:

On this th26 day of April, 1993 before me, personally appeared Vincent A. Kolber, to me personally known, who being by me duly sworn, says that he is the President of Residual Based Finance Corporation, an Illinois corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Roxana Kafarly

Signature of Notary Public

My commission expires July 11, 1993.

